

RECEIVED-CLERK
U.S. DISTRICT COURT

2007 AUG 27 P 1:52

**BEFORE THE JUDICIAL PANEL ON
MULTIDISTRICT LITIGATION**

**IN RE THOMAS & FRIENDS™
WOODEN RAILWAY TOYS
LITIGATION**

MDL DOCKET NO.: _____

**RC2 CORPORATION'S AND LEARNING CURVE
BRANDS, INC.'S MOTION FOR TRANSFER OF ACTION TO
THE NORTHERN DISTRICT OF ILLINOIS FOR COORDINATED PRE-TRIAL
PROCEEDINGS PURSUANT TO 28 U.S.C. § 1407**

1. Defendants RC2 Corporation and Learning Curve Brands, Inc. (collectively referred to hereafter as "RC2") seek to have all of the actions listed at Tab A of the Exhibit Volume transferred to the United States District Court for the Northern District of Illinois for coordinated pre-trial proceedings as permitted by Section 1407 of Title 28 of the United States Code.
2. Pursuant to Rule 7.2 of the Rules of Procedure of the Judicial Panel on Multidistrict Litigation, a Schedule of Actions is submitted herewith as Tab A in the accompanying Exhibit Volume. Copies of the Complaints in the actions for which coordination is sought are set forth at Tabs B through N.

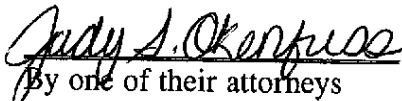
3. As set forth more fully in the accompanying Brief in Support of RC2's Motion for Transfer of Actions to the Northern District of Illinois for Coordinated Pre-Trial Proceedings Pursuant to 28 U.S.C. § 1407 (hereinafter the "Brief in Support"), at least thirteen separate class actions raising a number of claims relating to Thomas & Friends™ Wooden Railway Toys have been filed in the past three months.
4. Each of the actions claims that a plaintiff was exposed to paint containing lead and subsequently allegedly suffered damages.
5. Each complaint seeks certification of a nationwide class. Further, each complaint contains causes of action against RC2 sounding in strict liability, negligence, breach of implied warranty, and State Consumer Fraud Acts. Many of the complaints also include claims based on breach of express warranty, medical monitoring and unjust enrichment.
6. Because plaintiffs' allegations raise common issues of fact, RC2 anticipates that each plaintiff will request RC2 to produce similar or identical information, documents and witnesses.
7. RC2's corporate headquarters are located in Oak Brook, Illinois, which is in the Northern District of Illinois. It would appear at this stage that the majority of the documents and witnesses relevant to these cases will be located at RC2's corporate headquarters in the Northern District of Illinois.
8. The expeditious resolution of these disputes would best be accomplished through coordinated discovery.

9. As demonstrated more fully in the accompanying Brief in Support, coordination of these actions for pretrial discovery proceedings will serve the convenience of the parties and witnesses and promote the just and efficient conduct of the actions. Furthermore, the issues of fact in these actions are sufficiently similar to warrant coordination pursuant to 28 U.S.C. §1407.
10. The United States District Court for the Northern District of Illinois is the most desirable forum for the pretrial proceedings because:
 - (a) It is the Court in which nine of the thirteen actions were filed;
 - (b) It is the location of the corporate headquarters of RC2;
 - (c) It is the probable location of some of the documents, evidence and witnesses in this matter; and
 - (d) It is in a geographically central location for this nationwide litigation.
11. A copy of this Motion, the Brief in Support hereof, the Exhibit Volume, Notice of Appearance for RC2 Corporation and Learning Curve Brands, Inc., Request for Oral Argument and Corporate Disclosure Statement of RC2 Corporation and Learning Curve Brands, Inc. were served on each party to each of the actions set forth in the Schedule of Actions, and a copy has been filed in each District Court in which an action potentially affected by this motion is pending.

WHEREFORE, RC2 respectfully requests that, pursuant to 28 U.S.C. § 1407, the MDL Panel order the transfer of the Actions set forth at Tab A to the United States District Court for the Northern District of Illinois for coordinated pre-trial proceedings and, with the consent of that court, to the docket of District Judge Harry D. Leinenweber.

Respectfully submitted,

RC2 Corporation and Learning Curve Brands, Inc.


By one of their attorneys

Judy S. Okenfuss
Indiana Attorney No 16157-49

Judy S. Okenfuss
Jim L. Petersen
ICE MILLER LLP
One American Square
Suite 3100
Indianapolis, IN 46282-0200
(317) 236-2100

Bart Murphy
ICE MILLER LLP
2300 Cabot Drive
Suite 455
Lisle, IL 60532
(630) 955-0555

Gordon S. Rather, Jr
Claire Shows Hancock
WRIGHT, LINDSEY & JENNINGS LLP
200 West Capitol Avenue, Suite 2300
Little Rock, Arkansas 72201-3699
(501) 371-0808

Dennis M. Reznik
Charles Stotter
EDWARDS ANGELL PALMER & DODGE LLP
51 John F. Kennedy Parkway
Short Hills, NJ 07078
(973) 921-5214

Hugh Russ
HODGSON RUSS ANDREWS WOODS & GOODYEAR
140 Pearl Street
Buffalo, NY 14202-4040
(716) 848-1388
Attorney for RC2 Corporation only

I/2001110.1